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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

February 2, 1995

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FEB 3 - 1995 - 2:01 PM

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies each of a Memorandum of Lease and a Memorandum of Assignment of Lease, both dated as of February 2, 1995, the first being a primary document and the other a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed documents are:

Lessor/Assignor

Debtor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Lessee: Texas Petrochemical
8600 Park Place Blvd.
Houston, Texas 77017

Assignee/
Secured Party: First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 94111

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Mr. Vernon A. Williams
February 2, 1995
Page Two

A description of the railroad equipment covered by the enclosed documents is attached as Exhibit A to both of the aforesaid documents.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document of the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

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MEMORANDUM OF LEASES
BETWEEN
ACF INDUSTRIES, INCORPORATED ("LESSOR")
AND
the Lessee identified herein ("LESSEE")

Filed and recorded with the Interstate Commerce Commission
pursuant to Section 11303, Title 49, United States Code on
February 3, 1995, at , Recordation No.

Memorandum dated as of February 2, 1995 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

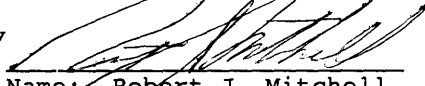
W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

ACF INDUSTRIES, INCORPORATED,

by


Name: Robert J. Mitchell
Title: Treasurer

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 2nd day of February, 1995, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires:

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1996

Exhibit A

Lessee	Car Service Contract #	Identifying Numbers (Both Inclusive)		Number of Cars	AAR Designat
TEXAS PETROCHEMICAL	4761	ACFX	17160	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17161	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17162	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17164	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17165	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17166	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17168	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17169	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17170	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17171	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17173	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17268	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17269	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17270	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17271	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17272	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17273	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80173	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80174	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80175	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80176	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80177	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80178	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80179	1	T409
TEXAS PETROCHEMICAL	9123	ACFX	80180	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80181	1	T409
TEXAS PETROCHEMICAL	9123	ACFX	80182	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80183	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80184	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80185	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80186	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80187	1	T389

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NOTICE OF TERMINATION
OF
MEMORANDA OF LEASE
AND
MEMORANDA OF ASSIGNMENT

NOTICE IS HEREBY GIVEN that the assignment of the leases listed on Schedule 1 (but not the security interest in the railcars listed on said Schedule 1) has been terminated.

ACF INDUSTRIES, INCORPORATED

By: 

Its: _____

LESSEE	CONTRACT	IDENTIFYING NUMBERS		NUMBER OF CARS	AAR DESIGNATOR
TEXAS PETROCHEMICAL	4761	ACFX	17160	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17161	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17162	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17164	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17165	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17166	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17168	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17169	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17170	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17171	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17173	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17268	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17269	1	T409
TEXAS PETROCHEMICAL	4761	ACFX	17270	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17271	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17272	1	T389
TEXAS PETROCHEMICAL	4761	ACFX	17273	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80173	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80174	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80175	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80176	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80177	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80178	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80179	1	T409
TEXAS PETROCHEMICAL	9123	ACFX	80180	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80181	1	T409
TEXAS PETROCHEMICAL	9123	ACFX	80182	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80183	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80184	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80185	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80186	1	T389
TEXAS PETROCHEMICAL	9123	ACFX	80187	1	T389